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First Supplement dated  
30 March 2017  
to the Prospectus dated  
5 August 2016

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**VOLKSWAGEN FINANCIAL SERVICES  
AKTIENGESELLSCHAFT**

Braunschweig, Federal Republic of Germany  
– Issuer and/or Guarantor –

**VOLKSWAGEN LEASING GMBH**

Braunschweig, Federal Republic of Germany  
– Issuer –

**VOLKSWAGEN FINANCIAL SERVICES N.V.**

Amsterdam, The Netherlands  
– Issuer –

**VOLKSWAGEN FINANCIAL SERVICES JAPAN LTD.**

Tokyo, Japan  
– Issuer –

**VOLKSWAGEN FINANCIAL SERVICES AUSTRALIA PTY LIMITED**

(ABN 20 097 071 460)  
Sydney, Australia  
– Issuer –

**EUR 25,000,000,000  
Debt Issuance Programme  
(the "Programme")**

This first supplement (the "**First Supplement**") to the base prospectus dated 5 August 2016 (the "**Prospectus**") constitutes a supplement for the purposes of Article 13.1 of the *Loi relative aux prospectus pour valeurs mobilières* which implements Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended by Directive 2010/73/EU of the European Parliament and the Council of 24 November 2010 into Luxembourg Law (the "**Luxembourg Law**") and is prepared in connection with the EUR 25,000,000,000 Debt Issuance Programme of Volkswagen Financial Services Aktiengesellschaft ("**VWFSAG**" or the "**Guarantor**"), Volkswagen Leasing GmbH ("**VWLGMBH**"), Volkswagen Financial Services N.V. ("**VWFSNV**"), Volkswagen Financial Services Japan Ltd. ("**VWFSJ**") and Volkswagen Financial Services Australia Pty Limited ("**VWFSAL**") (each an "**Issuer**" and together the "**Issuers**"). Expressions defined in the Prospectus shall have the same meaning when used in the First Supplement.

The First Supplement is supplemental to, and should only be read in conjunction with, the Prospectus.

The First Supplement has been prepared following the publication of the audited financial statements of VWFSAG, VWLGMBH, VWFSNV, VWFSJ and VWFSAL for the financial year ended 31 December 2016 on 23 March 2017:

- The audited consolidated financial statements of VWFSAG for the financial year ended 31 December 2016 included in the Annual Report 2016 of VWFSAG;
- The audited non-consolidated financial statements of VWLGMBH for the financial year ended 31 December 2016 included in the Annual Report 2016 of VWLGMBH;
- The audited non-consolidated financial statements of VWFSNV for the financial year ended 31 December 2016 included in the Financial Report 2016 of VWFSNV;
- The audited non-consolidated financial statements of VWFSJ for the financial year ended 31 December 2016 included in the Audit Report with Financial Report 2016 of VWFSJ; and
- The audited consolidated financial statements of VWFSAL for the financial year ended 31 December 2016 included in the Annual Report 2016 of VWFSAL.

VWFSAG, VWLGMBH, VWFSNV, VWFSJ and VWFSAL accept responsibility for the information contained in the First Supplement provided that

- VWLGMBH is not responsible for the supplemental information under items 4, 5, 6, 7, 8, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46 below and in relation to item 49 only responsible as far as the information is related to it;
- VWFSNV is not responsible for the supplemental information under items 3, 5, 6, 7, 8, 9, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46 below and in relation to item 49 only responsible as far as the information is related to it;
- VWFSJ is not responsible for the supplemental information under items 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 41, 42, 43, 44, 45, 46 below and in relation to item 49 only responsible as far as the information is related to it; and
- VWFSAL is not responsible for the supplemental information under items 3, 4, 6, 7, 8, 9, 10, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40 below and in relation to item 49 only responsible as far as the information is related to it.

VWFSAG, VWLGMBH, VWFSNV, VWFSJ and VWFSAL hereby declare, that having taken all reasonable care to ensure that such is the case, the information contained in this First Supplement for which they are responsible, is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

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## **OVERALL AMENDMENTS**

1. *If reference is made in the base prospectus dated 5 August 2016 to "Prospectus", then the respective reference includes all changes made by this First Supplement.*

### **I. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "NOTICE"**

2. *On page 6 of the Prospectus the following paragraph shall be added at the end of the section:*

"Information relating to the diesel issue (also referred to as emissions issue) described herein with regards to Volkswagen Group is based on public information and is subject to change. The Issuers have not independently verified any such information and accept no responsibility for the accuracy thereof."

**II. SUPPLEMENTAL INFORMATION  
RELATING TO THE SECTION "SUMMARY"**

3. On page 9 et seq. of the Prospectus the information in "Section B – Issuer" in subsection "[1. Information relating to Volkswagen Leasing GmbH as Issuer" under "Element B.12 – Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer", shall be deleted and replaced by the following information:

"

B.12	Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer	<p>The following table shows selected financial information of VWLGMBH extracted from the published audited non-consolidated financial statements as at and for the financial years ended 31 December 2015 and 2016:</p> <p>Balance sheet data</p> <table border="1"> <thead> <tr> <th></th> <th align="right">31 December 2016</th> <th align="right">31 December 2015</th> </tr> <tr> <th></th> <th align="right" colspan="2">EUR 000</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td align="right">27,766,571</td> <td align="right">24,549,808</td> </tr> <tr> <td>Lease assets</td> <td align="right">23,753,366</td> <td align="right">21,141,405</td> </tr> <tr> <td>Equity</td> <td align="right">222,359</td> <td align="right">231,009</td> </tr> <tr> <td>Liabilities to customers</td> <td align="right">12,704,760</td> <td align="right">10,695,853</td> </tr> <tr> <td>Securitized liabilities</td> <td align="right">7,172,536</td> <td align="right">7,286,606</td> </tr> </tbody> </table> <p>Income statement data</p> <table border="1"> <thead> <tr> <th></th> <th align="right" colspan="2">1 January – 31 December</th> </tr> <tr> <th></th> <th align="right">2016</th> <th align="right">2015</th> </tr> <tr> <th></th> <th align="right" colspan="2">EUR 000</th> </tr> </thead> <tbody> <tr> <td>Leasing income</td> <td align="right">14,680,504</td> <td align="right">14,001,494</td> </tr> <tr> <td>Leasing expenses</td> <td align="right">8,181,816</td> <td align="right">7,946,158</td> </tr> <tr> <td>Result from ordinary activities</td> <td align="right">-260,777</td> <td align="right">-36,674</td> </tr> <tr> <td>Net retained profits</td> <td align="right">649</td> <td align="right">649</td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of VWLGMBH since the date of its last published audited non-consolidated financial statements as at 31 December 2016. However, the emissions issue may have a negative impact on the future business and financial results of VWLGMBH, the effect of which remains uncertain. VWLGMBH assumes a slight rise in refinancing costs, intensified cooperation with the respective VW Group brands, increased cost optimization under the efficiency program and a continued high degree of uncertainty about</p>		31 December 2016	31 December 2015		EUR 000		Total Assets	27,766,571	24,549,808	Lease assets	23,753,366	21,141,405	Equity	222,359	231,009	Liabilities to customers	12,704,760	10,695,853	Securitized liabilities	7,172,536	7,286,606		1 January – 31 December			2016	2015		EUR 000		Leasing income	14,680,504	14,001,494	Leasing expenses	8,181,816	7,946,158	Result from ordinary activities	-260,777	-36,674	Net retained profits	649	649
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	<p>macroeconomic conditions in the real economy and the impact of these uncertainties on factors such as risk costs.</p> <p>Not applicable; there has been no significant change in the financial or trading position of VWLGMBH since the date of its last published audited non-consolidated financial statements as at 31 December 2016.</p>
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4. On page 12 et seq. of the Prospectus the information in "Section B – Issuer" in subsection "[1. Information relating to Volkswagen Financial Services N.V. as Issuer" under "Element B.12 – Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer", shall be deleted and replaced by the following information:

"

B.12	Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer	<p>The following table shows selected financial information of VWFSNV extracted from the published audited non-consolidated financial statements as at and for the financial years ended 31 December 2015 and 2016:</p> <p>Balance sheet data</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: right; width: 20%;"><b>31 December 2016</b></th> <th style="text-align: right; width: 20%;"><b>31 December 2015</b></th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;">EUR 000</td> </tr> <tr> <td>Balance sheet total</td> <td style="text-align: right;">7,398,354</td> <td style="text-align: right;">9,181,976</td> </tr> <tr> <td>Fixed assets</td> <td style="text-align: right;">3,417,396</td> <td style="text-align: right;">5,508,245</td> </tr> <tr> <td>Current assets</td> <td style="text-align: right;">3,978,865</td> <td style="text-align: right;">3,672,236</td> </tr> <tr> <td>Total liabilities</td> <td style="text-align: right;">6,281,274</td> <td style="text-align: right;">7,973,441</td> </tr> <tr> <td>Equity</td> <td style="text-align: right;">1,117,080</td> <td style="text-align: right;">1,208,535</td> </tr> </tbody> </table> <p>Income statement data</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th colspan="2" style="text-align: center;"><b>1 January – 31 December</b></th> </tr> <tr> <th></th> <th style="text-align: right; width: 20%;"><b>2016</b></th> <th style="text-align: right; width: 20%;"><b>2015</b></th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;">EUR 000</td> </tr> <tr> <td>Net interest and similar income</td> <td style="text-align: right;">14,405</td> <td style="text-align: right;">19,960</td> </tr> <tr> <td>Result before taxation</td> <td style="text-align: right;">14,324</td> <td style="text-align: right;">17,623</td> </tr> <tr> <td>Result after taxation</td> <td style="text-align: right;">9,545</td> <td style="text-align: right;">13,199</td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of VWFSNV since the date of its last published audited non-consolidated financial statements as at 31 December 2016. However, the emissions issue may have a negative impact on the future business and financial results of VWFSNV, the effect of which remains uncertain.</p>		<b>31 December 2016</b>	<b>31 December 2015</b>		EUR 000		Balance sheet total	7,398,354	9,181,976	Fixed assets	3,417,396	5,508,245	Current assets	3,978,865	3,672,236	Total liabilities	6,281,274	7,973,441	Equity	1,117,080	1,208,535		<b>1 January – 31 December</b>			<b>2016</b>	<b>2015</b>		EUR 000		Net interest and similar income	14,405	19,960	Result before taxation	14,324	17,623	Result after taxation	9,545	13,199
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		Not applicable; there has been no significant change in the financial or trading position of VWFSNV since the date of its last published audited non-consolidated financial statements as at 31 December 2016.
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5. On page 15 et seq. of the Prospectus the information in "Section B – Issuer" in subsection "[1. Information relating to Volkswagen Financial Services Australia Pty Limited as Issuer" under "Element B.12 – Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer", shall be deleted and replaced by the following information:

"

B.12	Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer	<p>The following table shows selected financial information of VWFSAL Group extracted from the published audited consolidated financial statements as at and for the financial year ended 31 December 2015 and 2016:</p> <p>Balance sheet data</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="width: 20%; text-align: center;">31 December 2016</th> <th style="width: 20%; text-align: center;">31 December 2015</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;">AUD 000</td> </tr> <tr> <td>Total assets</td> <td style="text-align: right;">4,641,119</td> <td style="text-align: right;">3,998,016</td> </tr> <tr> <td>Total liabilities</td> <td style="text-align: right;">4,396,785</td> <td style="text-align: right;">3,762,464</td> </tr> <tr> <td>Net assets</td> <td style="text-align: right;">244,334</td> <td style="text-align: right;">235,552</td> </tr> <tr> <td>Total equity</td> <td style="text-align: right;">244,334</td> <td style="text-align: right;">235,552</td> </tr> </tbody> </table> <p>Income statement data</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th colspan="2" style="width: 40%; text-align: center;">1 January – 31 December</th> </tr> <tr> <th></th> <th style="width: 20%; text-align: center;">2016</th> <th style="width: 20%; text-align: center;">2015</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;">AUD 000</td> </tr> <tr> <td>Net interest revenue</td> <td style="text-align: right;">58,033</td> <td style="text-align: right;">65,370</td> </tr> <tr> <td>Total income from operations</td> <td style="text-align: right;">67,670</td> <td style="text-align: right;">73,815</td> </tr> <tr> <td>Profit before income tax</td> <td style="text-align: right;">11,811</td> <td style="text-align: right;">14,637</td> </tr> <tr> <td>Profit for the year attributable to owners</td> <td style="text-align: right;">8,144</td> <td style="text-align: right;">10,137</td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of VWFSAL since the date of its last published audited consolidated financial statements as at 31 December 2016. However, the emissions issue may have a negative impact on the future business and financial results of VWFSAL, the effect of which remains uncertain. VWFSAL assumes a slight rise in refinancing costs, intensified cooperation with the respective VW Group brands, increased cost optimization under the efficiency program and a continued high degree of uncertainty about macroeconomic conditions in the real economy and the impact of these uncertainties on factors such as risk costs.</p>		31 December 2016	31 December 2015		AUD 000		Total assets	4,641,119	3,998,016	Total liabilities	4,396,785	3,762,464	Net assets	244,334	235,552	Total equity	244,334	235,552		1 January – 31 December			2016	2015		AUD 000		Net interest revenue	58,033	65,370	Total income from operations	67,670	73,815	Profit before income tax	11,811	14,637	Profit for the year attributable to owners	8,144	10,137
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		Not applicable; there has been no significant change in the financial or trading position of VWFSAL Group since the date of its last published audited consolidated financial statements since 31 December 2016.
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6. On page 18 of the Prospectus the second paragraph in "Section B – Issuer" in subsection "[1.][2.] Information relating to Volkswagen Financial Services Aktiengesellschaft as [Issuer][Guarantor]" under "Element B.4b – Known trends affecting the [Issuer][Guarantor] and the industries in which it operates", shall be deleted and replaced by the following information:

"On 18 September 2015 and on 2 November 2015, the U.S. Environmental Protection Agency ("EPA") publicly announced in "Notices of Violation" of the U.S. Clean Air Act that irregularities had been discovered in emissions tests on certain Volkswagen Group vehicles with diesel engines. Also on 2 November 2015, and additionally on 25 November 2015, the California Air Resources Board ("CARB") published allegations that legal requirements for nitrogen oxide ("NOx") emissions were circumvented through the use of engine management software under test conditions. Following the publication of the EPA's "Notices of Violation" of the U.S. Clean Air Act, Volkswagen AG and other Volkswagen Group companies have been the subject of intense scrutiny, ongoing investigations (civil and criminal) and civil litigation. The ongoing and future investigations and litigation may result in actions being taken against certain members of the Volkswagen Group or some of its employees. Any of these actions could also have negative effects on VWFSAG's business. The Volkswagen Group is working intensively to eliminate the emissions deviations through technical measures and is cooperating with the relevant agencies."

7. On page 19 et seq. of the Prospectus the information in "Section B – Issuer" in subsection "[1.][2.] Information relating to Volkswagen Financial Services Aktiengesellschaft as [Issuer][Guarantor]" under "Element B.12 – Selected historical key financial information regarding the [Issuer][Guarantor], statement regarding trend information and significant changes in the financial or trading position of the [Issuer][Guarantor]", shall be deleted and replaced by the following information:

"

B.12	Selected historical key financial information regarding the [Issuer][Guarantor], statement regarding trend information and significant changes in the financial or trading position of the [Issuer][Guarantor]	<p>The following table shows selected financial information of VWFSAG Group extracted from the published audited consolidated financial statements as at and for the financial years ended 31 December 2015 and 2016 prepared in accordance with the International Financial Reporting Standards (IFRS), as adopted by the EU:</p> <p>Balance sheet data</p> <table data-bbox="576 1249 1382 1984"> <thead> <tr> <th></th> <th style="text-align: right;">31 December 2016</th> <th style="text-align: right;">31 December 2015</th> </tr> <tr> <th></th> <th colspan="2" style="text-align: center;">in EUR million</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td style="text-align: right;">130,148</td> <td style="text-align: right;">121,251</td> </tr> <tr> <td>Receivables from customers attributable to</td> <td></td> <td></td> </tr> <tr> <td>    Retail financing</td> <td style="text-align: right;">53,973</td> <td style="text-align: right;">50,665</td> </tr> <tr> <td>    Dealer financing</td> <td style="text-align: right;">14,638</td> <td style="text-align: right;">13,967</td> </tr> <tr> <td>    Leasing business</td> <td style="text-align: right;">21,997</td> <td style="text-align: right;">19,704</td> </tr> <tr> <td>Leased Assets</td> <td style="text-align: right;">14,696</td> <td style="text-align: right;">12,982</td> </tr> <tr> <td>Customer deposits</td> <td style="text-align: right;">36,149</td> <td style="text-align: right;">28,109</td> </tr> <tr> <td>Equity</td> <td style="text-align: right;">16,951</td> <td style="text-align: right;">14,811</td> </tr> </tbody> </table> <p>Income statement data</p>		31 December 2016	31 December 2015		in EUR million		Total Assets	130,148	121,251	Receivables from customers attributable to			Retail financing	53,973	50,665	Dealer financing	14,638	13,967	Leasing business	21,997	19,704	Leased Assets	14,696	12,982	Customer deposits	36,149	28,109	Equity	16,951	14,811
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		<b>2016</b>	<b>2015</b>
		in EUR million	
	Pre-tax result	1,650	1,513
	Taxes on income and earnings	-509	-304
	Net income	1,141	1,209
<p>There has been no material adverse change in the prospects of VWFSAG Group since the date of its last published audited consolidated financial statements as at 31 December 2016. However, the emissions issue may have a negative impact on the future business and financial results of VWFSAG Group, the effect of which remains uncertain. Earnings expectations take account of the emissions issue and assume a slight rise in refinancing costs, intensified cooperation with the respective VW Group brands, increased cost optimization under the efficiency program and a continued high degree of uncertainty about macroeconomic conditions in the real economy and the impact of these uncertainties on factors such as risk costs.</p> <p>Subject to the information in "Element B.13 – Recent developments" referred to below, there has been no significant change in the financial or trading position of VWFSAG Group since the date of its last published audited consolidated financial statements as at 31 December 2016.</p>			

"

8. On page 21 of the Prospectus the following information shall be added at the end of "Section B – Issuer" in subsection "[1.][2.] Information relating to Volkswagen Financial Services Aktiengesellschaft as [Issuer][Guarantor]" under "Element B.13 – Recent developments":

"In December 2016 VW AG increased the equity of VWFSAG by another EUR 725 million. A further increase of EUR 1.000 million has taken place in January 2017.

On 1 November 2016, the Supervisory Board of VWFSAG approved a reorganization measure of the VWFSAG Group. Volkswagen Bank GmbH, which is currently a subsidiary of VWFSAG, will become a direct subsidiary of VW AG by way of a spin-off, providing consolidation of banking activities relevant to European Central Bank authority and allowing for the separate regulation of European banking activities from other financial services provided by the VWFSAG Group. The aim of such reorganization is improved transparency for the regulatory authority and increased efficiency.

On 23 December 2016 VWFSAG acquired PayByPhone, a provider of cashless payment systems for parking based in Vancouver, Canada. The acquisition is supposed to strengthen the business fields "Parking" and "Payment" at VWFSAG Group.

On 20 December 2016 VWFSAG entered into an agreement to acquire 51 per cent. of the shares of LogPay Transport Services GmbH, a subsidiary of DVB Bank SE. The investment shall increase the commitment in the European Fuel- and service-card-business, as well as fuel trading. The acquisition is subject to the merger approval of the European Commission."

**III. SUPPLEMENTAL INFORMATION  
RELATING TO THE SECTION "GERMAN TRANSLATION OF THE SUMMARY"**

9. On page 39 et seq. of the Prospectus the information in "Abschnitt B – Emittent" in subsection "[1. Informationen bezüglich der Volkswagen Leasing GmbH als Emittentin" under "Punkt B.12 – Ausgewählte wesentliche historische Finanzinformationen über die Emittentin, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der Emittentin", shall be deleted and replaced by the following information:

"

B.12	Ausgewählte wesentliche historische Finanzinformationen über die Emittentin, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der Emittentin	<p>Die folgende Tabelle enthält ausgewählte Finanzinformationen zur VWLGMBH aus dem geprüften und veröffentlichten nicht-konsolidierten Jahresabschluss für die zum 31. Dezember 2015 und 2016 beendeten Geschäftsjahre:</p> <p>Bilanzangaben</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: right; width: 20%;"><b>31. Dezember 2016</b></th> <th style="text-align: right; width: 20%;"><b>31. Dezember 2015</b></th> </tr> <tr> <td></td> <td colspan="2" style="text-align: center;">EUR 000</td> </tr> </thead> <tbody> <tr> <td>Summe der Aktiva</td> <td style="text-align: right;">27.766.571</td> <td style="text-align: right;">24.549.808</td> </tr> <tr> <td>Leasingvermögen</td> <td style="text-align: right;">23.753.366</td> <td style="text-align: right;">21.141.405</td> </tr> <tr> <td>Eigenkapital</td> <td style="text-align: right;">222.359</td> <td style="text-align: right;">231.009</td> </tr> <tr> <td>Verbindlichkeiten gegenüber Kunden</td> <td style="text-align: right;">12.704.760</td> <td style="text-align: right;">10.695.853</td> </tr> <tr> <td>Verbriefte Verbindlichkeiten</td> <td style="text-align: right;">7.172.536</td> <td style="text-align: right;">7.286.606</td> </tr> </tbody> </table> <p>Gewinn- und Verlustrechnung</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th colspan="2" style="text-align: center;"><b>1. Januar – 31. Dezember</b></th> </tr> <tr> <td></td> <th style="text-align: right; width: 20%;"><b>2016</b></th> <th style="text-align: right; width: 20%;"><b>2015</b></th> </tr> <tr> <td></td> <td colspan="2" style="text-align: center;">EUR 000</td> </tr> </thead> <tbody> <tr> <td>Leasingerträge</td> <td style="text-align: right;">14.680.504</td> <td style="text-align: right;">14.001.494</td> </tr> <tr> <td>Leasingaufwendungen</td> <td style="text-align: right;">8.181.816</td> <td style="text-align: right;">7.946.158</td> </tr> <tr> <td>Ergebnis der normalen Geschäftstätigkeit</td> <td style="text-align: right;">-260.777</td> <td style="text-align: right;">-36.674</td> </tr> <tr> <td>Bilanzgewinn</td> <td style="text-align: right;">649</td> <td style="text-align: right;">649</td> </tr> </tbody> </table> <p>Seit dem Datum des letzten geprüften und veröffentlichten nicht-konsolidierten Jahresabschlusses zum 31. Dezember 2016 ist keine wesentliche negative Veränderung in den Aussichten der VWLGMBH aufgetreten. Die Abgasthematik kann jedoch negative Auswirkungen auf das zukünftige Geschäfts- und das Finanzergebnis der VWLGMBH haben, deren Auswirkungen</p>		<b>31. Dezember 2016</b>	<b>31. Dezember 2015</b>		EUR 000		Summe der Aktiva	27.766.571	24.549.808	Leasingvermögen	23.753.366	21.141.405	Eigenkapital	222.359	231.009	Verbindlichkeiten gegenüber Kunden	12.704.760	10.695.853	Verbriefte Verbindlichkeiten	7.172.536	7.286.606		<b>1. Januar – 31. Dezember</b>			<b>2016</b>	<b>2015</b>		EUR 000		Leasingerträge	14.680.504	14.001.494	Leasingaufwendungen	8.181.816	7.946.158	Ergebnis der normalen Geschäftstätigkeit	-260.777	-36.674	Bilanzgewinn	649	649
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		<p>ungewiss bleiben. VWLGMBH geht von einer leichten Steigerung der Refinanzierungskosten, verstärkter Zusammenarbeit mit den jeweiligen VW Konzernmarken, erhöhter Kostenoptimierung unter dem Effizienzprogramm und einem weiterhin hohen Maß an Unsicherheiten bezüglich makroökonomischer Bedingungen in der Realwirtschaft und einem Einfluss dieser Unsicherheiten auf Faktoren wie Risikokosten aus.</p> <p>Nicht anwendbar; seit dem Datum des letzten geprüften und veröffentlichten nicht-konsolidierten Jahresabschlusses zum 31. Dezember 2016 ist keine wesentliche Veränderung in der Finanzlage oder Handelsposition der VWLGMBH eingetreten.</p>
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10. On page 42 et seq. of the Prospectus the information in "Abschnitt B – Emittent" in subsection "[1. Informationen bezüglich der Volkswagen Financial Services N.V. als Emittentin" under "Punkt B.12 – Ausgewählte wesentliche historische Finanzinformationen über die Emittentin, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der Emittentin", shall be deleted and replaced by the following information:

"

B.12	Ausgewählte wesentliche historische Finanzinformationen über die Emittentin, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der Emittentin	Die folgende Tabelle enthält ausgewählte Finanzinformationen zur VWFSNV aus dem geprüften und veröffentlichten nicht-konsolidierten Jahresabschluss für die zum 31. Dezember 2015 und 2016 beendeten Geschäftsjahre:		
		Bilanzangaben		
		<b>31. Dezember 2016</b> <b>31. Dezember 2015</b>		
		EUR 000		
		Bilanzsumme	7.398.354	9.181.976
		Anlagevermögen	3.417.396	5.508.245
		Umlaufvermögen	3.978.865	3.672.236
		Gesamtpassiva	6.281.274	7.973.441
		Eigenkapital	1.117.080	1.208.535
		Gewinn- und Verlustrechnung		
		<b>1. Januar – 31. Dezember</b>		
		<b>2016</b> <b>2015</b>		
		EUR 000		
		Nettozinsertrag und gleichartige Einnahmen	14.405	19.960
Ergebnis vor Steuern	14.324	17.623		
Ergebnis nach Steuern	9.545	13.199		
	Seit dem Datum des letzten geprüften und veröffentlichten nicht-konsolidierten Jahresabschlusses zum 31. Dezember 2016 ist keine wesentliche negative Veränderung in den Aussichten der			

		<p>VWFSNV eingetreten. Die Abgasthematik kann jedoch negative Auswirkungen auf das zukünftige Geschäfts- und das Finanzergebnis der VWFSNV haben, deren Auswirkungen ungewiss bleiben.</p> <p>Nicht anwendbar; seit dem Datum des letzten geprüften und veröffentlichten nicht-konsolidierten Jahresabschlusses zum 31. Dezember 2016 ist keine wesentliche Veränderung in der Finanzlage oder Handelsposition der VWFSNV eingetreten.</p>
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11. On page 46 et seq. of the Prospectus the information in "Abschnitt B – Emittent" in subsection "[1. Informationen bezüglich der Volkswagen Financial Services Australia Pty Limited als Emittentin" under "Punkt B.12 – Ausgewählte wesentliche historische Finanzinformationen über die Emittentin, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der Emittentin", shall be deleted and replaced by the following information:

"

B.12	Ausgewählte wesentliche historische Finanzinformationen über die Emittentin, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der Emittentin	<p>Die folgende Tabelle enthält ausgewählte Finanzinformationen zur VWFSAL Group aus dem geprüften und veröffentlichten konsolidierten Jahresabschluss für die zum 31. Dezember 2015 und 2016 beendeten Geschäftsjahre:</p> <p><b>Bilanzangaben</b></p> <table border="1"> <thead> <tr> <th></th> <th><b>31. Dezember 2016</b></th> <th><b>31. Dezember 2015</b></th> </tr> <tr> <td></td> <td colspan="2" style="text-align: center;">AUD 000</td> </tr> </thead> <tbody> <tr> <td>Bilanzsumme</td> <td style="text-align: right;">4.641.119</td> <td style="text-align: right;">3.998.016</td> </tr> <tr> <td>Passiva</td> <td style="text-align: right;">4.396.785</td> <td style="text-align: right;">3.762.464</td> </tr> <tr> <td>Nettovermögen</td> <td style="text-align: right;">244.334</td> <td style="text-align: right;">235.552</td> </tr> <tr> <td>Eigenkapital</td> <td style="text-align: right;">244.334</td> <td style="text-align: right;">235.552</td> </tr> </tbody> </table> <p><b>Gewinn- und Verlustrechnung</b></p> <table border="1"> <thead> <tr> <th></th> <th colspan="2"><b>1. Januar – 31. Dezember</b></th> </tr> <tr> <td></td> <th><b>2016</b></th> <th><b>2015</b></th> </tr> <tr> <td></td> <td colspan="2" style="text-align: center;">AUD 000</td> </tr> </thead> <tbody> <tr> <td>Nettozinsertrag</td> <td style="text-align: right;">58.033</td> <td style="text-align: right;">65.370</td> </tr> <tr> <td>Gesamteinnahmen</td> <td style="text-align: right;">67.670</td> <td style="text-align: right;">73.815</td> </tr> <tr> <td>Gewinn vor Steuern</td> <td style="text-align: right;">11.811</td> <td style="text-align: right;">14.637</td> </tr> <tr> <td>Ausgezahlter Jahresgewinn an die Anteilseigner</td> <td style="text-align: right;">8.144</td> <td style="text-align: right;">10.137</td> </tr> </tbody> </table> <p>Seit dem Datum des letzten geprüften und veröffentlichten konsolidierten Jahresabschlusses zum 31. Dezember 2016 ist keine wesentliche negative Veränderung in den Aussichten der VWFSAL eingetreten. Die Abgasthematik kann jedoch negative Auswirkungen auf das zukünftige Geschäfts- und das Finanzergebnis der VWFSAL haben, deren Auswirkungen ungewiss bleiben. VWFSAL geht von einer leichten Steigerung der Refinanzierungskosten, verstärkter Zusammenarbeit mit den jeweiligen VW Konzernmarken, erhöhter Kostenoptimierung unter dem Effizienzprogramm und einem weiterhin hohen Maß an Unsicherheiten bezüglich makroökonomischer Bedingungen in der Realwirtschaft und einem Einfluss dieser Unsicherheiten auf Faktoren wie Risikokosten aus.</p> <p>Nicht anwendbar; seit dem Datum des letzten geprüften und veröffentlichten konsolidierten Jahresabschlusses zum 31. Dezember 2016 ist keine wesentliche Veränderung in der Finanzlage oder Handelsposition der VWFSAL Group eingetreten.</p>		<b>31. Dezember 2016</b>	<b>31. Dezember 2015</b>		AUD 000		Bilanzsumme	4.641.119	3.998.016	Passiva	4.396.785	3.762.464	Nettovermögen	244.334	235.552	Eigenkapital	244.334	235.552		<b>1. Januar – 31. Dezember</b>			<b>2016</b>	<b>2015</b>		AUD 000		Nettozinsertrag	58.033	65.370	Gesamteinnahmen	67.670	73.815	Gewinn vor Steuern	11.811	14.637	Ausgezahlter Jahresgewinn an die Anteilseigner	8.144	10.137
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12. On page 48 of the Prospectus the second paragraph in "Abschnitt B – Emittent" in subsection "[1.][2.] Informationen bezüglich der Volkswagen Financial Services Aktiengesellschaft als [Emittentin][Garantin]" under "Punkt B.4b – Trends, die sich auf die [Emittentin][Garantin] und die Branchen, in denen sie tätig ist, auswirken", shall be deleted and replaced by the following information:

"Am 18. September 2015 und am 2. November 2015 hat die US- Umweltschutzbehörde (Environmental Protection Agency, "EPA") in sogenannten "Mitteilungen über einen Verstoß" (Notices of Violation) gegen den U.S. Clean Air Act öffentlich bekanntgegeben, dass bei Abgasuntersuchungen einiger Fahrzeuge des Volkswagen Konzerns mit Dieselmotoren Unregelmäßigkeiten entdeckt wurden. Ebenfalls am 2. November 2015 und zusätzlich am 25. November 2015 hat das California Air Resources Board ("CARB") öffentlich den Vorwurf erhoben, dass rechtliche Anforderungen an Stickoxid-Emissionen ("NOx") durch den Einsatz von Gerätesoftware unter Testbedingungen umgangen wurden. Nach Veröffentlichung der "Mitteilungen über einen Verstoß" (Notices of Violation) gegen den U.S. Clean Air Act durch die EPA, waren die Volkswagen AG und andere Volkswagen Konzerngesellschaften Gegenstand eingehender Untersuchungen, laufender Ermittlungen (zivilrechtlich und strafrechtlich) und zivilrechtlicher Verfahren. Die laufenden und zukünftigen Ermittlungen und Verfahren können zu rechtlichen Schritten gegen bestimmte Konzerngesellschaften des Volkswagen Konzerns oder einige ihrer Angestellten führen. Jede dieser Maßnahmen könnte negative Auswirkungen auf das Geschäft der VWFSAG haben. Der Volkswagen Konzern arbeitet mit Hochdruck daran, Abweichungen der Emissionen durch technische Maßnahmen zu beseitigen und kooperiert mit den zuständigen Behörden."

13. On page 50 et seq. of the Prospectus the information in "Abschnitt B – Emittent" in subsection "[1.][2.] Informationen bezüglich der Volkswagen Financial Services Aktiengesellschaft als [Emittentin][Garantin]" under "Punkt B.12 – Ausgewählte wesentliche historische Finanzinformationen über die [Emittentin][Garantin], Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der [Emittentin][Garantin]", shall be deleted and replaced by the following information:

"

B.12	Ausgewählte wesentliche historische Finanzinformationen über die [Emittentin][Garantin], Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der [Emittentin][Garantin]	<p>Die folgende Tabelle enthält ausgewählte Finanzinformationen zum VWFSAG Konzern aus dem geprüften und veröffentlichten konsolidierten Jahresabschluss für die zum 31. Dezember 2015 und 2016 beendeten Geschäftsjahre. Diese wurden gemäß den in der Europäischen Union anzuwendenden <i>International Financial Reporting Standards</i> (IFRS) aufgestellt.</p> <p>Bilanzangaben</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="width: 20%; text-align: right;"><b>31. Dezember 2016</b></th> <th style="width: 20%; text-align: right;"><b>31. Dezember 2015</b></th> </tr> <tr> <td></td> <td colspan="2" style="text-align: center;">in EUR Mio.</td> </tr> </thead> <tbody> <tr> <td>Bilanzsumme</td> <td style="text-align: right;">130.148</td> <td style="text-align: right;">121.251</td> </tr> <tr> <td>Forderungen an Kunden aus</td> <td></td> <td></td> </tr> <tr> <td style="padding-left: 20px;">Kundenfinanzierung</td> <td style="text-align: right;">53.973</td> <td style="text-align: right;">50.665</td> </tr> <tr> <td style="padding-left: 20px;">Händlerfinanzierung</td> <td style="text-align: right;">14.638</td> <td style="text-align: right;">13.967</td> </tr> <tr> <td style="padding-left: 20px;">Leasinggeschäft</td> <td style="text-align: right;">21.997</td> <td style="text-align: right;">19.704</td> </tr> <tr> <td>Vermietete Vermögenswerte</td> <td style="text-align: right;">14.696</td> <td style="text-align: right;">12.982</td> </tr> <tr> <td>Kundeneinlagen</td> <td style="text-align: right;">36.149</td> <td style="text-align: right;">28.109</td> </tr> <tr> <td>Eigenkapital</td> <td style="text-align: right;">16.951</td> <td style="text-align: right;">14.811</td> </tr> </tbody> </table>		<b>31. Dezember 2016</b>	<b>31. Dezember 2015</b>		in EUR Mio.		Bilanzsumme	130.148	121.251	Forderungen an Kunden aus			Kundenfinanzierung	53.973	50.665	Händlerfinanzierung	14.638	13.967	Leasinggeschäft	21.997	19.704	Vermietete Vermögenswerte	14.696	12.982	Kundeneinlagen	36.149	28.109	Eigenkapital	16.951	14.811
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Gewinn- und Verlustrechnung		
1. Januar – 31. Dezember		
	2016	2015
in EUR Mio.		
Ergebnis vor Steuern	1.650	1.513
Steuern vom Einkommen und vom Ertrag	-509	-304
Jahresüberschuss	1.141	1.209
<p>Seit dem Datum des letzten geprüften und veröffentlichten konsolidierten Jahresabschlusses zum 31. Dezember 2016 ist keine wesentliche negative Veränderung in den Aussichten des VWFSAG Konzerns eingetreten. Die Abgasthematik kann jedoch negative Auswirkungen auf das zukünftige Geschäfts- und das Finanzergebnis des VWFSAG Konzerns haben, deren Auswirkungen ungewiss bleiben. Gewinnerwartungen berücksichtigen die Abgasthematik und gehen von einer leichten Steigerung der Refinanzierungskosten, verstärkter Zusammenarbeit mit den jeweiligen VW Konzernmarken, erhöhter Kostenoptimierung unter dem Effizienzprogramm und einem weiterhin hohen Maß an Unsicherheiten bezüglich makroökonomischer Bedingungen in der Realwirtschaft und einem Einfluss dieser Unsicherheiten auf Faktoren wie Risikokosten aus.</p> <p>Vorbehaltlich der untenstehenden Informationen in "Punkt B.13 – Aktuelle Entwicklungen", ist seit dem Datum des letzten geprüften und veröffentlichten konsolidierten Jahresabschlusses zum 31. Dezember 2016 keine wesentliche Veränderung in der Finanzlage oder Handelsposition des VWFSAG Konzerns eingetreten.</p>		

"

14. On page 52 of the Prospectus the following information shall be added at the end of "Abschnitt B – Emittent" in subsection "[1.][2.] Informationen bezüglich der Volkswagen Financial Services Aktiengesellschaft als [Emittentin][Garantin]" under "Punkt B.13 – Aktuelle Entwicklungen":

"Im Dezember 2016 erhöhte die VW AG das Eigenkapital der VWFSAG um weitere EUR 725 Millionen. Darüber hinaus wurde im Januar 2017 eine Erhöhung über EUR 1.000 Millionen vorgenommen.

Am 1. November 2016 hat der Aufsichtsrat der VWFSAG der gesellschaftsrechtlichen Neuaufstellung des VWFSAG Konzerns zugestimmt. Die Volkswagen Bank GmbH, derzeit Tochtergesellschaft der VWFSAG, soll im Wege der Abspaltung direkte Tochtergesellschaft der Volkswagen AG werden. Hierdurch sollen die für die Europäische Zentralbank aufsichtsrelevanten Bankaktivitäten gebündelt werden, so dass das europäische Bankgeschäft getrennt von den anderen Finanzdienstleistungsaktivitäten des VWFSAG Konzerns reguliert wird. Ziel der Umstrukturierung ist eine verbesserte Transparenz für die Regulierungsbehörde und eine erhöhte Effizienz

Am 23. Dezember 2016 erwarb die VWFSAG den Parkbezahl-Dienstleister PayByPhone, mit Sitz in Vancouver, Kanada. Die Akquisition dient der Stärkung der Geschäftsfelder "Parken" und "Payment" bei der VWFSAG Gruppe.

Am 20. Dezember 2016 hat die VWFSAG einen Kaufvertrag zum Erwerb von 51% der Unternehmensanteile der LogPay Transport Services GmbH, einer Tochtergesellschaft der DVB Bank

SE, abgeschlossen. Die Beteiligung dient dem Ausbau des Engagements im europaweiten Tank- und Servicekartengeschäft sowie dem Kraftstoffhandel. Der Erwerb steht noch unter dem Vorbehalt der Kartellfreigabe durch die Europäische Kommission."

#### **IV. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "RISK FACTORS REGARDING VOLKSWAGEN FINANCIAL SERVICES AKTIENGESELLSCHAFT"**

15. *On page 70 of the Prospectus the following information shall be added after "In addition, prospective investors should be aware that the described risks may result in a significant decrease in the price of the Notes up to a total loss of interest and the invested capital shall be deleted and replaced by the following information":*

"Information relating to the diesel issue (also referred to as emissions issue) described herein with regards to Volkswagen Group is based on public information and is subject to change. The Issuer has not independently verified any such information and accepts no responsibility for the accuracy thereof. "

16. *On page 70 et seq. of the Prospectus the section "Introduction to the emissions issue" contained in the risk factor "Volkswagen Group is facing investigations and potential impacts out of discrepancies related to the emissions issue that have had and may continue to have a material adverse effect on the business, financial condition and operations of VWFSAG Group" shall be deleted and replaced by the following information:*

##### **"Introduction to the diesel issue**

On 18 September 2015, the U.S. Environmental Protection Agency (the "**EPA**") publicly announced in a "Notice of Violation" of the U.S. Clean Air Act that irregularities in the level of nitrogen oxide ("**NOx**") emissions had been discovered in emissions tests of certain vehicles with Volkswagen Group 2.0 liter TDI diesel engines. The EPA alleged that Volkswagen had installed undisclosed engine management software in certain four-cylinder diesel engines used in certain model year 2009 to 2015 vehicles to circumvent NOx emissions testing regulations in the United States in order to comply with certification requirements. The environmental regulatory authority of California, the California Air Resources Board ("**CARB**"), announced its own enforcement investigation related to this issue as well. Following these announcements by the EPA and CARB, authorities in various jurisdictions worldwide commenced their own investigations.

On 22 September 2015, in its ad hoc release pursuant to section 15 of the German Securities Trading Act (*Wertpapierhandelsgesetz*), Volkswagen announced that discrepancies in the level of NOx emissions figures achieved in testing and in actual road use had been identified in around 11 million Volkswagen Group vehicles worldwide with certain types of 1.2-liter, 1.6-liter and 2.0 liter TDI diesel engines, the latter also including those vehicles with 2.0 liter TDI diesel engines sold in the United States. This predominantly concerns type EA 189 engines and includes vehicles from the VW Passenger Cars, VW Commercial Vehicles, SEAT, ŠKODA and Audi brands. The software being used in these engines enabled a test bench situation to be recognized by the vehicle and enabled the engine control system to optimize NOx emission levels during the test cycle.

On 2 November 2015, the EPA issued an additional "Notice of Violation" of the U.S. Clean Air Act announcing that it had determined that engine management software installed in certain vehicles with Volkswagen Group's six-cylinder 3.0 liter TDI diesel engines contained "auxiliary emission control devices" ("**AECDs**") that had not been disclosed adequately in the U.S. approval process. Also on 2 November 2015, and additionally on 25 November 2015, CARB published allegations that legal requirements for NOx emissions were circumvented through the use of engine management software under test conditions. Approximately 113,000 3.0 liter TDI diesel engines in vehicles from model years 2009 to 2016 of the Audi, VW Passenger Cars and Porsche brands are affected in the United States and Canada. Audi has confirmed that at least three AECDs were inadequately disclosed in the course of the U.S. approval process.

On 4 January 2016, the U.S. Department of Justice (the "**DoJ**"), on behalf of the EPA, initiated a civil lawsuit in connection with the diesel issue related to the 2.0 liter and 3.0 liter TDI vehicles against Volkswagen AG, AUDI AG and certain other Volkswagen Group companies, seeking statutory penalties under the U.S. Clean Air Act, as well as certain equitable relief.

On 12 January 2016, CARB announced that it intended to seek civil fines for alleged violations by Volkswagen of the California Health and Safety Code and various CARB regulations. The State of California, by and through CARB and the California Attorney General, ultimately filed a lawsuit on 27 June 2016.

Following the publication of the EPA's "Notices of Violation" of the U.S. Clean Air Act, Volkswagen AG and other Volkswagen Group companies have been the subject of intense public and governmental scrutiny, ongoing investigations (civil and criminal) and civil litigation worldwide.

In the United States and Canada, Volkswagen AG and other Volkswagen Group companies have received subpoenas and inquiries from state attorneys general and other governmental authorities and are responding to such investigations and inquiries. The DoJ has also opened a criminal investigation into whether various U.S. federal criminal offenses were committed. These investigations resulted and could result in criminal and civil charges as well as further assessments of monetary penalties and other consequences. The timing of the release of new information on the investigations and the maximum amount of penalties that could be imposed cannot be reliably determined at present. New information on these topics may arise at any time, including after the offer, sale and delivery of the Notes.

In June and December 2016 and January 2017, Volkswagen announced that Volkswagen AG, AUDI AG, Volkswagen Group of America, Inc. and certain affiliates reached settlement agreements in the United States with (i) the DoJ on behalf of the EPA, CARB and the California Attorney General, (ii) the U.S. Federal Trade Commission ("**FTC**"), and (iii) private plaintiffs represented by a Plaintiffs' Steering Committee (the "**PSC**") in a multi-district litigation in California. The settlement agreements will resolve certain civil claims made in relation to affected diesel vehicles in the United States: approximately 475,000 vehicles with four-cylinder 2.0 liter TDI diesel engines from the Volkswagen Passenger Cars and Audi brands and around 83,000 vehicles with six-cylinder 3.0 liter TDI diesel engines from the Volkswagen Passenger Cars, Audi and Porsche brands. In October 2016, the court finally approved the settlement agreements in connection with the four-cylinder 2.0 liter TDI diesel engines. A number of class members have filed appeals to a U.S. appellate court from the order approving the settlement agreements in connection with the four-cylinder 2.0 liter TDI diesel engines. On 14 February 2017, the court granted preliminary approval of the settlement agreements in relation to the six-cylinder 3.0 liter TDI diesel engines, which were lodged with the court on 31 January 2017. A final approval hearing is scheduled for 11 May 2017. The agreement with the FTC will also be subject to court approval.

The settlement agreements with respect to the four-cylinder 2.0 liter TDI diesel engine vehicles provide affected customers with the option of a buyback or, for leased vehicles, early lease termination, or a free emissions modification of the vehicles, provided that EPA and CARB approve the proposed modification. The settlement agreements with respect to the six-cylinder 3.0 liter TDI diesel engine vehicles, which remain subject to court approval, provide for: (i) a buyback or, for leased vehicles, early lease termination program, or a free emissions modification provided that EPA and CARB approve the modification, for Generation 1 (model years 2009-2012) six-cylinder 3.0 liter TDI diesel engine vehicles, and (ii) a free emissions recall and modification program (pending EPA and CARB approval) for Generation 2 (model years 2013-2016) six-cylinder 3.0 liter TDI diesel engine vehicles. If modifications are not approved for Generation 2 six-cylinder 3.0 liter TDI diesel engine vehicles, the settlement agreements require Volkswagen to offer a buyback or, for leased vehicles, early lease termination for those vehicles. Volkswagen will also make additional cash payments to affected current owners or lessees as well as certain former owners or lessees.

In addition, Volkswagen agreed to support environmental programs. Under the settlement agreements in connection with the four-cylinder 2.0 liter TDI diesel engines, Volkswagen will pay U.S.\$2.7 billion over three years. Volkswagen will also invest in total U.S.\$2.0 billion over ten years in zero emissions vehicle infrastructure as well as corresponding access and awareness initiatives in the United States. In addition, the six-cylinder 3.0 liter TDI diesel engine vehicle settlement agreements, if approved by the court, calls for an additional U.S.\$25 million payment to CARB to support the availability of zero emissions vehicles in California and Audi will make an additional one-time payment in the amount of U.S.\$225 million into an environmental trust, managed by a trustee appointed by the court, to offset excess NOx emissions.

In January 2017, Volkswagen AG agreed with the United States government to resolve federal criminal liability relating to the diesel issue. The Volkswagen Group also agreed with the United States government to resolve civil penalties and injunctive relief under the Clean Air Act and other civil claims relating to the diesel issue. The coordinated resolutions involve four settlements, including a plea agreement between Volkswagen AG and the DoJ. The plea agreement is accompanied by a published Statement of Facts that lays out relevant facts and has been acknowledged by Volkswagen AG. As part of its plea agreement, Volkswagen AG pleaded guilty on 10 March 2017 to three felony counts under United States law: conspiracy to commit fraud, obstruction of justice and using false statements to import cars into the United States. The court accepted Volkswagen AG's guilty plea to all three charges and set the sentencing date for 21 April 2017. The plea agreement provides for payment of a criminal fine of U.S.\$2.8 billion following sentencing and the appointment of an independent monitor for a period of three years. The independent monitor will assess and oversee the compliance with the terms of the resolutions. This includes overseeing the implementation of measures to further strengthen compliance, reporting and monitoring systems, including an enhanced ethics program. Volkswagen AG, AUDI AG

and other Volkswagen Group companies have further agreed to pay, subject to court approval, a combined penalty of U.S.\$1.45 billion (plus any accrued interest) to resolve U.S. federal environmental and customs-related civil claims in the United States. Furthermore, Volkswagen AG and Volkswagen Group of America, Inc. have agreed to pay a separate civil penalty of U.S.\$50 million (plus any accrued interest) to the Civil Division of the DoJ to settle potential claims asserted under the Financial Institutions Reform, Recovery and Enforcement Act ("**FIRREA**"). By their terms, the aforementioned settlement agreements resolve only certain liability issues under United States law and are not intended to address any liability issues, where such exist, under the laws or regulations of any jurisdiction outside the United States. Volkswagen continues to cooperate in full with investigations by the DoJ into the conduct of individuals.

Volkswagen also reached separate settlement agreements with the attorneys general of 44 U.S. states, the District of Columbia and Puerto Rico, to resolve their existing or potential consumer protection and unfair trade practices claims – in connection with both 2.0 liter TDI and 3.0 liter TDI vehicles in the United States – for a settlement amount of U.S.\$603 million. These settlement agreements do not resolve potential state environmental claims related to the affected vehicles or certain other claims. Moreover, investigations by various U.S. regulatory and government authorities, including in areas relating to securities, financing and tax, are ongoing.

On 30 September 2016, Volkswagen announced that it had finalized an agreement to resolve the claims of Volkswagen-branded franchise dealers in the United States relating to the affected vehicles and other matters asserted concerning the value of the franchise. The settlement agreement includes a cash payment of up to U.S.\$1.208 billion and additional benefits to resolve alleged past, current, and future claims of losses in franchise value. The court approved the settlement agreement in January 2017.

In Canada, the NOx emissions limits for vehicles are the same as in the United States. Civil consumer claims and regulatory investigations have been initiated for vehicles with 2.0 liter and 3.0 liter diesel engines. In December 2016, Volkswagen AG and other Canadian and U.S. Volkswagen Group companies reached a class action settlement in Canada with consumers relating to 2.0 liter diesel vehicles. The settlement provides for cash payments of up to CAD 564 million to eligible owners and lessees, and many of these affected customers will also have the option of a free emissions modification of their vehicle if approved by regulators, or a buyback or trade-in or – for leased vehicles – early lease termination. The class settlement is subject to court approval, the hearings for which are scheduled for 22 March 2017 and 31 March 2017. Concurrently with the announcement of the class settlement in December 2016, Volkswagen Group Canada agreed with the Commissioner of Competition in Canada to a civil resolution of its regulatory inquiry into consumer protection issues as to 2.0 liter diesel vehicles. This resolution was reached on the basis of the class settlement, and Volkswagen Group Canada will also pay a CAD 15 million civil administrative monetary penalty. Civil consumer claims and the Commissioner of Competition's investigation with respect to 3.0 liter diesel vehicles remain pending. Also, criminal enforcement related investigations by the federal environmental regulator and quasi-criminal enforcement related investigations by a provincial environmental regulator are ongoing in Canada in relation to 2.0 liter and 3.0 liter diesel vehicles."

**V. SUPPLEMENTAL INFORMATION  
RELATING TO THE SECTION "VOLKSWAGEN FINANCIAL SERVICES AKTIENGESELLSCHAFT  
AS ISSUER AND GUARANTOR"**

17. On page 136 et seq. of the Prospectus the section "The Emissions Issue" shall be deleted and replaced by the following information:

**"The Diesel Issue**

Information relating to the diesel issue (also referred to as emissions issue) described herein with regards to Volkswagen Group is based on public information and is subject to change. The Issuer has not independently verified any such information and accepts no responsibility for the accuracy thereof.

On 18 September 2015, the EPA publicly announced in a "Notice of Violation" of the U.S. Clean Air Act that irregularities in the level of NOx emissions had been discovered in emissions tests of certain vehicles with Volkswagen Group 2.0 liter TDI diesel engines. The EPA alleged that Volkswagen had installed undisclosed engine management software in certain four-cylinder diesel engines used in certain model year 2009 to 2015 vehicles to circumvent NOx emissions testing regulations in the United States in order to comply with certification requirements. The environmental authority of California, CARB, announced its own enforcement investigation related to this issue as well. Following these announcements by the EPA and CARB, authorities in various jurisdictions worldwide commenced their own investigations.

On 22 September 2015, in its ad hoc release pursuant to section 15 of the German Securities Trading Act (*Wertpapierhandelsgesetz*), Volkswagen announced that discrepancies in the level of NOx emissions figures achieved in testing and in actual road use had been identified in around 11 million Volkswagen Group vehicles worldwide with certain types of 1.2-liter, 1.6-liter and 2.0 liter TDI diesel engines, the latter also including those vehicles with 2.0 liter TDI diesel engines sold in the United States. This predominantly concerns type EA 189 engines and includes vehicles from the VW Passenger Cars, VW Commercial Vehicles, SEAT, ŠKODA and Audi brands. The software being used in these engines enabled a test bench situation to be recognized by the vehicle and enabled the engine control system to optimize NOx emission levels during the test cycle.

On 2 November 2015, the EPA issued an additional "Notice of Violation" of the U.S. Clean Air Act announcing that it had determined that engine management software installed in certain vehicles with Volkswagen Group's six-cylinder 3.0 liter TDI diesel engines contained AECs that had not been disclosed adequately in the U.S. approval process. Also on 2 November 2015, and additionally on 25 November 2015, CARB published allegations that legal requirements for NOx emissions were circumvented through the use of engine management software under test conditions. Approximately 113,000 3.0 liter TDI diesel engines in vehicles from model years 2009 to 2016 of the Audi, VW Passenger Cars and Porsche brands are affected in the United States and Canada. Audi has confirmed that at least three AECs were inadequately disclosed in the course of the U.S. approval process.

On 4 January 2016, the DoJ, on behalf of the EPA, initiated a civil lawsuit in connection with the diesel issue related to the 2.0 liter and 3.0 liter TDI vehicles against Volkswagen AG, AUDI AG and certain other Volkswagen Group companies, seeking statutory penalties under the U.S. Clean Air Act, as well as certain other equitable relief.

On 12 January 2016, CARB announced that it intended to seek civil fines for alleged violations by Volkswagen of the California Health and Safety Code and various CARB regulations. The State of California, by and through CARB and the California Attorney General, ultimately filed a lawsuit on 27 June 2016.

Following the publication of the EPA's "Notices of Violation" of the U.S. Clean Air Act, Volkswagen AG and other Volkswagen Group companies have been the subject of intense public and governmental scrutiny, ongoing investigations (civil and criminal) and civil litigation worldwide.

In the United States and Canada, Volkswagen AG and other Volkswagen Group companies have received subpoenas and inquiries from state attorneys general and other governmental authorities and are responding to such investigations and inquiries. The DoJ has also opened a criminal investigation into whether various U.S. federal criminal offenses were committed. These investigations resulted and could result in further assessments of monetary penalties and other consequences. The timing of the release of new information on the investigation and the maximum amount of penalties that could be imposed cannot be reliably determined at present. New information on these topics may arise at any time, including after the offer, sale and delivery of the Notes.

In June and December 2016 and January 2017, Volkswagen announced that Volkswagen AG, AUDI AG, Volkswagen Group of America, Inc. and certain affiliates reached settlement agreements in the United States with (i) the DoJ on behalf of the EPA, CARB and the California Attorney General, (ii) the FTC, and (iii) the PSC in a multi-district litigation in California. The settlement agreements will resolve certain civil claims made in relation to affected diesel vehicles in the United States: approximately 475,000 vehicles with four-cylinder 2.0 liter TDI diesel engines from the Volkswagen Passenger Cars and Audi brands and around 83,000 vehicles with six-cylinder 3.0 liter TDI diesel engines from the Volkswagen Passenger Cars, Audi and Porsche brands. In October 2016, the court finally approved the settlement agreements in connection with the four-cylinder 2.0 liter TDI diesel engines. A number of class members have filed appeals to a U.S. appellate court from the order approving the settlement agreements in connection with the four-cylinder 2.0 liter TDI diesel engines. On 14 February 2017, the court granted preliminary approval of the settlement agreements in relation to the six-cylinder 3.0 liter TDI diesel engines, which were lodged with the court on 31 January 2017. A final approval hearing is scheduled for 11 May 2017. The agreement with the FTC will also be subject to court approval.

The settlement agreements with respect to the four-cylinder 2.0 liter TDI diesel engine vehicles provide affected customers with the option of a buyback or, for leased vehicles, early lease termination, or a free emissions modification of the vehicles, provided that EPA and CARB approve the proposed modification. The settlement agreements with respect to the six-cylinder 3.0 liter TDI diesel engine vehicles, which remain subject to court approval, provide for: (i) a buyback or, for leased vehicles, early lease termination program, or a free emissions modification provided that EPA and CARB approve the modification, for Generation 1 (model years 2009-2012) six-cylinder 3.0 liter TDI diesel engine vehicles, and (ii) a free emissions recall and modification program (pending EPA and CARB approval) for Generation 2 (model years 2013-2016) six-cylinder 3.0 liter TDI diesel engine vehicles. If modifications are not approved for Generation 2 six-cylinder 3.0 liter TDI diesel engine vehicles, the settlement agreements require Volkswagen to offer a buyback or, for leased vehicles, early lease termination for those vehicles. Volkswagen will also make additional cash payments to affected current owners or lessees as well as certain former owners or lessees.

In addition, Volkswagen agreed to support environmental programs. Under the settlement agreements in connection with the four-cylinder 2.0 liter TDI diesel engines, Volkswagen will pay U.S.\$2.7 billion over three years. Volkswagen will also invest in total U.S.\$2.0 billion over ten years in zero emissions vehicle infrastructure as well as corresponding access and awareness initiatives in the United States. In addition, the six-cylinder 3.0 liter TDI diesel engines vehicle settlement, if approved by the court, calls for an additional U.S.\$25 million payment to CARB to support the availability of zero emissions vehicles in California and Audi will make an additional one-time payment in the amount of U.S.\$225 million into an environmental trust, managed by a trustee appointed by the court, to offset excess NOx emissions.

In January 2017, Volkswagen AG agreed with the United States government to resolve federal criminal liability relating to the diesel issue. The Volkswagen Group also agreed with the United States government to resolve civil penalties and injunctive relief under the Clean Air Act and other civil claims against relating to the diesel issue. The coordinated resolutions involve four settlements, including a plea agreement between Volkswagen AG and the DoJ. The plea agreement is accompanied by a published Statement of Facts that lays out relevant facts and has been acknowledged by Volkswagen AG. As part of its plea agreement, Volkswagen AG pleaded guilty on 10 March 2017 to three felony courts under United States law: conspiracy to commit fraud, obstruction of justice and using false statements to import cars into the United States. The court accepted Volkswagen AG's guilty plea to all three charges and set the sentencing date for 21 April 2017. The plea agreement provides for payment of a criminal fine of U.S.\$2.8 billion following sentencing and the appointment of an independent monitor for a period of three years. The independent monitor will assess and oversee the compliance with the terms of the resolutions. This includes overseeing the implementation of measures to further strengthen compliance, reporting and monitoring systems, including an enhanced ethics program. Volkswagen AG, AUDI AG and other Volkswagen Group companies have further agreed to pay, subject to court approval, a combined penalty of U.S.\$1.45 billion (plus any accrued interest) to resolve U.S. federal environmental and customs-related civil claims in the United States. Furthermore, Volkswagen AG and Volkswagen Group of America, Inc. have agreed to pay a separate civil penalty of U.S.\$50 million (plus any accrued interest) to the Civil Division of the DoJ to settle potential claims asserted under FIRREA. By their terms, the aforementioned settlement agreements resolve only certain liability issues under United States law and are not intended to address any liability issues, where such exist, under the laws or regulations of any jurisdiction outside the United States. Volkswagen continues to cooperate in full with investigations by the DoJ into the conduct of individuals.

Volkswagen also reached separate settlement agreements with the attorneys general of 44 U.S. states, the District of Columbia and Puerto Rico, to resolve their existing or potential consumer protection and unfair trade practices claims – in connection with both 2.0 liter TDI and 3.0 liter TDI vehicles in the United States – for a settlement amount of U.S.\$603 million. These settlement agreements do not resolve potential state environmental claims related to the affected vehicles or certain other claims.

Moreover, investigations by various U.S. regulatory and government authorities, including in areas relating to securities, financing and tax, are ongoing.

On 30 September 2016, Volkswagen announced that it had finalized an agreement to resolve the claims of Volkswagen-branded franchise dealers in the United States relating to the affected vehicles and other matters asserted concerning the value of the franchise. The settlement agreement includes a cash payment of up to U.S.\$1.208 billion and additional benefits to resolve alleged past, current, and future claims of losses in franchise value. The court approved the settlement agreement in January 2017.

In Canada, the NOx emissions limits for vehicles are the same as in the United States. Civil consumer claims and regulatory investigations have been initiated for vehicles with 2.0 liter and 3.0 liter TDI diesel engines. In December 2016, Volkswagen AG and other Canadian and U.S. Volkswagen Group companies reached a class action settlement in Canada with consumers relating to 2.0 liter TDI diesel vehicles. The settlement provides for cash payments of up to CAD 564 million to eligible owners and lessees, and many of these affected customers will also have the option of a free emissions modification of their vehicle if approved by regulators, or a buyback or trade-in or – for leased vehicles – early lease termination. The class settlement is subject to court approval, the hearings for which are scheduled for 22 March 2017 and 31 March 2017. Concurrently with the announcement of the class settlement in December 2016, Volkswagen Group Canada agreed with the Commissioner of Competition in Canada to a civil resolution of its regulatory inquiry into consumer protection issues as to 2.0 liter TDI diesel vehicles. This resolution was reached on the basis of the class settlement, and Volkswagen Group Canada will also pay a CAD 15 million civil administrative monetary penalty. Civil consumer claims and the Commissioner of Competition's investigation with respect to 3.0 liter TDI diesel vehicles remain pending. Also, criminal enforcement related investigations by the federal environmental regulator and quasi-criminal enforcement related investigations by a provincial environmental regulator are ongoing in Canada in relation to 2.0 liter and 3.0 liter TDI diesel vehicles.

Volkswagen is working intensively to eliminate the emissions level deviations through technical improvements and is cooperating with the relevant agencies. In addition to ongoing extensive investigations by governmental authorities in various jurisdictions worldwide (the most significant being in Europe, the United States and South Korea), further investigations could be launched in the future and existing investigations could be expanded. Ongoing and future investigations may result in further legal actions being taken against Volkswagen or some of its employees."

18. On page 139 et seq. of the Prospectus the section "Selected Financial Information" shall be deleted and replaced by the following information:

**"Selected Financial Information**

The following table shows selected financial information of VWFSAG Group extracted from the published audited consolidated financial statements as at and for the financial years ended 31 December 2015 and 2016 prepared in accordance with the International Financial Reporting Standards (IFRS), as adopted by the EU:

Balance sheet data

	<b>31 December 2016</b>	<b>31 December 2015</b>
	in EUR million	
Total Assets	130,148	121,251
Receivables from customers attributable to		
Retail financing	53,973	50,665
Dealer financing	14,638	13,967
Leasing business	21,997	19,704
Leased Assets	14,696	12,982
Customer deposits	36,149	28,109
Equity	16,951	14,811



Income statement data

	1 January – 31 December	
	2016	2015
	in EUR million	
Pre-tax result	1,650	1,513
Taxes on income and earnings	-509	-304
Net income	1,141	1,209
Operating profit <sup>1</sup>	1,641	1,416

Further financial indicators

	31 December 2016	31 December 2015
Return on equity (per cent.) <sup>2</sup>	10.4	11.3
Equity ratio (per cent.) <sup>3</sup>	13.0	12.2
Cost income ratio (per cent.) <sup>4</sup>	64	63

"

19. On page 141 et seq. of the Prospectus the information in the subsection "Supervisory Board" shall be deleted and replaced by the following information:

"As at the date of this First Supplement, members of the Supervisory Board are:

Frank Witter, Chairman  
Member of the Board of Management of VW  
AG Finance and Controlling

Dr. Jörg Boche, Deputy Chairman  
Executive Vice President of VW AG  
Group Treasurer

Stephan Wolf, Deputy Chairman  
Deputy Chairman of the General and Group Works Council VW AG

Dr. Arno Antlitz  
Member of the Board of Management Volkswagen Brand  
Controlling and Accounting

Waldemar Drosdziok  
Chairman of the Joint Works Council of VWFSAG, Volkswagen Bank and  
Euromobil Autovermietung GmbH

Prof. Dr. Susanne Homölle  
Chair of Banking und Business Finance  
University Rostock

Fred Kappler

<sup>1</sup> The operating profit is an indicator to measure the performance in the core business.

<sup>2</sup> The return on equity is an indicator to measure the profitability. It is calculated by dividing the profit before tax (EUR million 1,650 for 2016) by the average equity (for 2016: equity of fiscal years 2015 and 2016 = EUR million 15,881).

<sup>3</sup> The equity ratio is an indicator to measure the capital strength.

<sup>4</sup> The cost income ratio is an indicator to measure the efficiency. It can be recalculated by taking the general and administrative expenses (EUR million 2,040 for 2016) divided by the sum of net income from lending, leasing and insurance transactions after provisions for risks (EUR million 3,152 for 2016) and net fee and commission income (EUR million 13 for 2016).

Head of Group Sales  
Volkswagen AG

Simone Mahler  
Deputy Chairman of the Joint Works Council of VWFSAG, Volkswagen  
Bank and Euromobil Autovermietung GmbH

Gabor Polonyi  
Head of Business Line Fleet Customer Management VWLGMBH

Petra Reinheimer  
General Secretary of the Joint Works Council of VWFSAG, Volkswagen Bank and Euromobil  
Autovermietung GmbH

Eva Stassek  
First authorized representative  
IG Metall Braunschweig

Axel Strotbek  
Member of the Board of Management of AUDI AG Finance and IT

The business address of the members of the Board of Management and of the Supervisory Board of VWFSAG is Gifhorner Straße 57, 38112 Braunschweig, Federal Republic of Germany."

20. *On page 142 of the Prospectus the information in the section "Historical Financial Information" shall be deleted and replaced by the following information:*

"The published audited consolidated financial statements of VWFSAG Group for the financial years ended 31 December 2015 and 2016 are incorporated by reference in and form part of this Prospectus."

21. *On page 142 of the Prospectus the information in the first paragraph in the section "Auditors" shall be deleted and replaced by the following information:*

"The auditors of VWFSAG and VWFSAG Group for the financial years 2015 and 2016 were PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Fuhrberger Straße 5, 30625 Hannover, Federal Republic of Germany, who have audited the consolidated financial statements of VWFSAG Group as well as the individual financial statements of VWFSAG for the financial years ended 31 December 2015 and 2016 and have given their unqualified auditors' report for each of these years."

22. *On page 143 of the Prospectus the information in the section "Trend Information" shall be deleted and replaced by the following information:*

"There has been no material adverse change in the prospects of VWFSAG Group since the date of its last published audited consolidated financial statements as at 31 December 2016. However, the emissions issue may have a negative impact on the future business and financial results of VWFSAG Group, the effect of which remains uncertain. For further information on the risks VWFSAG Group faces relating to the emissions issue, see the risk factor *"Volkswagen Group is facing investigations and potential impacts out of discrepancies related to the emissions issue that have had and may continue to have a material adverse effect on the business, financial condition and operations of VWFSAG Group."* Earnings expectations take account of the emissions issue and assume a slight rise in refinancing costs, intensified cooperation with the respective VW Group brands, increased cost optimization under the efficiency program and a continued high degree of uncertainty about macroeconomic conditions in the real economy and the impact of these uncertainties on factors such as risk costs."

23. *On page 143 of the Prospectus the information in the section "Significant Change in the Financial or Trading Position" shall be deleted and replaced by the following information:*

"Subject to the information in the subsection "Recent Developments" referred to below on page 143 of this Prospectus, there has been no significant change in the financial or trading position of VWFSAG Group since the date of its last published audited consolidated financial statements as at 31 December 2016."

24. On page 143 of the Prospectus the following information shall be added at the end of the section "Recent Developments":

"In December 2016 VW AG increased the equity of VWFSAG by another EUR 725 million. A further increase of EUR 1.000 million took place in January 2017.

On 1 November 2016, the Supervisory Board of VWFSAG approved a reorganization measure of the VWFSAG Group. Volkswagen Bank GmbH, which is currently a subsidiary of VWFSAG, will become a direct subsidiary of VW AG by way of a spin-off, providing consolidation of banking activities relevant to European Central Bank authority and allowing for the separate regulation of European banking activities from other financial services provided by the VWFSAG Group. The aim of such reorganization is improved transparency for the regulatory authority and increased efficiency.

On 23 December 2016 VWFSAG acquired PayByPhone, a provider of cashless payment systems for parking based in Vancouver, Canada. The acquisition is supposed to strengthen the business fields "Parking" and "Payment" at VWFSAG Group.

On 20 December 2016 VWFSAG entered into an agreement to acquire 51 per cent. of the shares of LogPay Transport Services GmbH, a subsidiary of DVB Bank SE. The investment shall increase the commitment in the European Fuel- and service-card-business, as well as fuel trading. The acquisition is subject to the merger approval of the European Commission."

**VI. SUPPLEMENTAL INFORMATION  
RELATING TO THE SECTION "VOLKSWAGEN LEASING GMBH AS ISSUER"**

25. On page 145 et seq. of the Prospectus the section "Selected Financial Information" shall be deleted and replaced by the following information:

**"Selected Financial Information"**

The following table shows selected financial information of VWLGMBH extracted from the published audited non-consolidated financial statements as at and for the financial years ended 31 December 2015 and 2016:

Balance sheet data

	<b>31 December 2016</b>	<b>31 December 2015</b>
	EUR 000	
Total assets	27,766,571	24,549,808
Lease assets	23,753,366	21,141,405
Equity	222,359	231,009
Liabilities to customers	12,704,760	10,695,853
Securitized liabilities	7,172,536	7,286,606

Income statement data

	<b>1 January – 31 December</b>	
	<b>2016</b>	<b>2015</b>
	EUR 000	
Leasing income	14,680,504	14,001,494
Leasing expenses	8,181,816	7,946,158
Result from ordinary activities	-260,777	-36,674
Net retained profits	649	649

Further financial indicators

	<b>31 December 2016</b>	<b>31 December 2015</b>
Equity ratio (per cent.) <sup>5</sup>	0.8	0.9

"

26. On page 147 of the Prospectus the information in the subsection "Management" shall be deleted and replaced by the following information:

<sup>5</sup> The equity ratio is an indicator to measure the capital strength. Total equity (EUR million 222 as per 31 December 2016) divided by the balance sheet total (EUR million 27,766 as per 31 December 2016).

"As at the date of this First Supplement, members of the Management of VWLGMBH are:

Gerhard Künne; Spokesman  
Middle Office Business Line Fleet Customers  
International branches of Volkswagen Leasing GmbH

Harald Heßke  
Back Office Leasing  
Member of the Board of Management of Volkswagen Bank GmbH

Knut Krösche  
Front Office Business Line Fleet Customers  
Member of the Board of Management of carmobility GmbH

The business address of the members of the Management of VWLGMBH is Gifhorner Straße 57, 38112 Braunschweig, Federal Republic of Germany."

27. *On page 147 of the Prospectus the information in the section "Historical Financial Information" shall be deleted and replaced by the following information:*

"The published audited non-consolidated financial statements of VWLGMBH for the financial years ended 31 December 2015 and 2016 are incorporated by reference in and form part of this Prospectus."

28. *On page 147 et seq. of the Prospectus the information in the first paragraph in the section "Auditors" shall be deleted and replaced by the following information:*

"The auditors of VWLGMBH for the financial years 2015 and 2016 were PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Fuhrberger Straße 5, 30625 Hannover, Federal Republic of Germany, who have audited the non-consolidated financial statements of VWLGMBH for the financial years ended 31 December 2015 and 2016 and have given their unqualified auditor's report for each of these years."

29. *On page 148 of the Prospectus the information in the section "Trend Information" shall be deleted and replaced by the following information:*

"There has been no material adverse change in the prospects of VWLGMBH since the date of its last published audited non-consolidated financial statements as at 31 December 2016. However, the emissions issue may have a negative impact on the future business and financial results of VWLGMBH, the effect of which remains uncertain. VWLGMBH assumes a slight rise in refinancing costs, intensified cooperation with the respective VW Group brands, increased cost optimization under the efficiency program and a continued high degree of uncertainty about macroeconomic conditions in the real economy and the impact of these uncertainties on factors such as risk costs."

30. *On page 148 of the Prospectus the information in the section "Significant Change in the Financial or Trading Position" shall be deleted and replaced by the following information:*

"There has been no significant change in the financial or trading position of VWLGMBH since the date of its last published audited non-consolidated financial statements as at 31 December 2016."

**VII. SUPPLEMENTAL INFORMATION  
RELATING TO THE SECTION "VOLKSWAGEN FINANCIAL SERVICES N.V. AS ISSUER"**

31. On page 150 et seq. of the Prospectus the section "Selected Financial Information" shall be deleted and replaced by the following information:

**"Selected Financial Information"**

The following table shows selected financial information of VWFSNV extracted from the published audited non-consolidated financial statements as at and for the financial years ended 31 December 2015 and 2016:

Balance sheet data

	<b>31 December 2016</b>	<b>31 December 2015</b>
	EUR 000	
Balance sheet total	7,398,354	9,181,976
Fixed assets	3,417,396	5,508,245
Current assets	3,978,865	3.672.236
Total liabilities	6,281,274	7,973,441
Equity	1,117,080	1,208,535

Income statement data

	<b>1 January – 31 December</b>	
	<b>2016</b>	<b>2015</b>
	EUR 000	
Net interest and similar income	14,405	19,960
Result before taxation	14,324	17,623
Result after taxation	9,545	13,199

"

32. On page 152 of the Prospectus the information in the section "Historical Financial Information" shall be deleted and replaced by the following information:

"The published audited non-consolidated financial statements of VWFSNV for the financial years ended 31 December 2015 and 2016 are incorporated by reference in and form part of this Prospectus."

33. On page 152 of the Prospectus the information in the section "Auditors" shall be deleted and replaced by the following information:

"The auditor of VWFSNV for the financial year ended 31 December 2016, was BDO Audit & Assurance B.V., Krijgsman 9 1186 DM Amstelveen, The Netherlands who has audited the non-consolidated financial statements of VWFSNV for the financial year ended 31 December 2016 and has issued its unqualified auditor's opinion. The auditor who signed the auditor's opinion which was issued with the financial statement for the financial year 2016, Mr. Meijer, is a member of the Royal Netherlands Institute of Chartered Accountants (NBA). The auditor for the financial year ended 31 December 2015 was PricewaterhouseCoopers Accountants N.V., Fascinatio Boulevard 350, 3065 WB Rotterdam, The Netherlands, who has audited the non-consolidated financial statements of VWFSNV for the financial

year ended 31 December 2015 and has given its unqualified auditor's opinion. The auditor who signed the financial statement for the financial year 2015, Marco Corver, is a member of the Dutch Institute of Registered Accountants (NIVRA)."

34. *On page 152 of the Prospectus the information in the section "Trend Information" shall be deleted and replaced by the following information:*

"There has been no material adverse change in the prospects of VWFSNV since the date of its last published audited non-consolidated financial statements as at 31 December 2016. However, the emissions issue may have a negative impact on the future business and financial results of VWFSNV, the effect of which remains uncertain."

35. *On page 152 of the Prospectus the information in the section "Significant Change in the Financial or Trading Position" shall be deleted and replaced by the following information:*

"There has been no significant change in the financial or trading position of VWFSNV since the date of its last published audited non-consolidated financial statements as at 31 December 2016."

**VIII. SUPPLEMENTAL INFORMATION**  
**RELATING TO THE SECTION "VOLKSWAGEN FINANCIAL SERVICES JAPAN LTD. AS ISSUER"**

36. *On page 154 of the Prospectus the information in the subsection "Board of Directors and Statutory Auditors" shall be deleted and replaced by the following information:*

"Present members of the Board of Directors and statutory auditors are:

Masayuki Yokose, President and Chief Executive Officer<sup>(\*)</sup>  
Managing Director of VWFSJ

Arturo Romanin, Executive Vice President<sup>(\*)</sup>  
Managing Director of VWFSJ

Oliver Schmitt, Director  
Regional Manager International of VWFSAG

Patrick Welter, Director  
Head of Controlling International of VWFSAG

Hans-Peter, Seitz, Statutory Auditor  
Managing Director of Volkswagen Financial Services Korea Co., Ltd.

The business address of the members of the Board of Directors and of the Statutory Auditors of VWFSJ is Gotenyama Trust Tower 17F, 4-7-35 Kita-Shinagawa, Shinagawa-ku, Tokyo 140-0001, Japan."

37. *On page 155 of the Prospectus the information in the section "Historical Financial Information" shall be deleted and replaced by the following information:*

"The published audited non-consolidated financial statements of VWFSJ as at and for the financial years ended 31 December 2015 and 2016 are incorporated by reference in and form part of this Prospectus. Those financial statements have been prepared in the Japanese language. VWFSJ accepts responsibility for the correct English translation thereof."

38. *On page 155 of the Prospectus the information in the first paragraph in the section "Auditors" shall be deleted and replaced by the following information:*

"The independent auditors of VWFSJ for the financial years 2015 and 2016 were PricewaterhouseCoopers Aarata, Sumitomo Fudosan Shiodome Hamarikyu Building, 8-21-1 Ginza, Chuo-ku, Tokyo 104-0061, who have audited the non-consolidated financial statements of VWFSJ for the financial year ended 31 December 2015 and 2016 and have given their unqualified auditor's report."

39. *On page 155 of the Prospectus the information in the section "Trend Information" shall be deleted and replaced by the following information:*

"There has been no material adverse change in the prospects of VWFSJ since the date of its last published audited non-consolidated financial statements as at 31 December 2016. However, the emissions issue may have a negative impact on the future business and financial results of VWFSJ, the effect of which remains uncertain. VWFSJ assumes a slight rise in refinancing costs, intensified cooperation with the respective VW Group brands, increased cost optimization under the efficiency program and a continued high degree of uncertainty about macroeconomic conditions in the real economy and the impact of these uncertainties on factors such as risk costs."

40. *On page 155 of the Prospectus the information in the section "Significant Change in the Financial or Trading Position" shall be deleted and replaced by the following information:*

"There has been no significant change in the financial or trading position of VWFSJ since the date of its last published audited non-consolidated financial statements as at 31 December 2016."

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<sup>(\*)</sup> Representative Director.



**IX. SUPPLEMENTAL INFORMATION  
RELATING TO THE SECTION "VOLKSWAGEN FINANCIAL SERVICES AUSTRALIA PTY LTD AS  
ISSUER"**

41. On page 157 et seq. of the Prospectus the section "Selected Financial Information" shall be deleted and replaced by the following information:

"The following table sets forth selected financial information of VWFSAL Group extracted from the published audited consolidated financial statements as at and for the financial years ended 31 December 2015 and 2016:

Balance sheet data

	<b>31 December 2016</b>	<b>31 December 2015</b>
	AUD 000	
Total assets	4,641,119	3,998,016
Total liabilities	4,396,785	3,762,464
Net assets	244,334	235,552
Total equity	244,334	235,552

Income statement data

	<b>1 January – 31 December</b>	
	<b>2016</b>	<b>2015</b>
	AUD 000	
Net interest revenue	58,033	65,370
Total income from operations	67,670	73,815
Profit before income tax	11,811	14,637
Profit for the year attributable to owners	8,144	10,137

"

42. On page 158 et seq. of the Prospectus the information in the subsection "Board of Directors" shall be deleted and replaced by the following information:

"As at the date of this First Supplement, members of the Board of Directors are:

Frank Czarnetzki, Director  
Managing Director of VWFSAL

Silke Schmidt, Director  
Managing Director of VWFSAL

Oliver Schmitt, Director  
Region Manager International, VWFS AG

Patrick Welter, Director  
Head of Controlling International, VWFS AG

The business address of the members of the Board of Directors of VWFSAL is Level 1, 24 Muir Road, Chullora NSW 2190, Australia."

43. *On page 159 of the Prospectus the information in the section "Historical Financial Information" shall be deleted and replaced by the following information:*

"The published audited consolidated financial statements of VWFSAL Group for the financial years ended 31 December 2015 and 2016 are incorporated by reference in and form part of this Prospectus."

44. *On page 159 of the Prospectus the information in the first paragraph in the section "Auditors" shall be deleted and replaced by the following information:*

"The independent auditors of VWFSAL Group for the financial years 2015 and 2016 were PricewaterhouseCoopers, One International Towers, Watermans Quay, Barangaroo NSW 2000, Australia, who have audited the consolidated financial statements of VWFSAL for the financial years ended 31 December 2015 and 2016 and have issued unqualified independent Auditor's Reports for each of these years."

45. *On page 159 of the Prospectus the information in the section "Trend Information" shall be deleted and replaced by the following information:*

"There has been no material adverse change in the prospects of VWFSAL since the date of its last published audited consolidated financial statements as at 31 December 2016. However, the emissions issue may have a negative impact on the future business and financial results of VWFSAL, the effect of which remains uncertain. VWFSAL assumes a slight rise in refinancing costs, intensified cooperation with the respective VW Group brands, increased cost optimization under the efficiency program and a continued high degree of uncertainty about macroeconomic conditions in the real economy and the impact of these uncertainties on factors such as risk costs."

46. *On page 159 of the Prospectus the information in the section "Significant Change in the Financial or Trading Position" shall be deleted and replaced by the following information:*

"There has been no significant change in the financial or trading position of VWFSAL Group since the date of its last published consolidated financial statements as at 31 December 2016."

**X. SUPPLEMENTAL INFORMATION  
RELATING TO THE SECTION "GENERAL INFORMATION"**

47. *On page 413 of the Prospectus the following paragraphs shall be added in the subsection "5. Documents on Display":*

- "(x) the Annual Reports for the financial year ended 31 December 2016 of VWFSAG and VWLGMBH;
- (xi) the audited financial statements for the financial year ended 31 December 2016 of VWFSNV and VWFSJ and the audited consolidated financial statements for the financial year ended 31 December 2016 for VWFSAL."

**XI. SUPPLEMENTAL INFORMATION  
RELATING TO THE SECTION "DOCUMENTS INCORPORATED BY REFERENCE"**

48. On page 416 of the Prospectus the following paragraphs shall be added at the end of the subsection "Documents incorporated by reference":

- "(n) The Annual Report of VWFSAG for the financial year ended 31 December 2016.
- (o) The Annual Report of VWLGMBH for the financial year ended 31 December 2016.
- (p) The non-consolidated Financial Report of VWFSNV for the financial year ended 31 December 2016.
- (q) The non-consolidated Audit Report with Financial Report of VWFSJ for the financial year ended 31 December 2016.
- (r) The consolidated Annual Report of VWFSAL for the financial year ended 31 December 2016."

49. On page 416 et seq. of the Prospectus the following information shall be added in the respective table in the subsection "Comparative Table of Documents incorporated by Reference":

"

<b>Page</b>	<b>Section of Prospectus</b>	<b>Document incorporated by reference</b>
142	VWFSAG, Historical Financial Information	<p><b><u>Annual Report 2016 of VWFSAG</u></b></p> <p><b>Combined Management Report, (p. 3 – p. 60)</b></p> <p><b><i>Consolidated Financial Statements of the Volkswagen Financial Services AG Group</i></b></p> <p><b>Income Statement, (p. 62)</b></p> <p><b>Statement of Comprehensive Income, (p. 63)</b></p> <p><b>Balance Sheet, (p. 64)</b></p> <p><b>Statement of Changes in Equity (p. 65)</b></p> <p><b>Cash Flow Statement, (p. 66)</b></p> <p><b>Notes, (p. 67 – p. 150)</b></p> <p><b>Auditors' Report, (p. 155)</b></p> <p><b>Note regarding Forward-Looking Statements, (p. 163) *)</b></p> <p>*) Please note that the page reference of the Note regarding Forward-Looking Statements refers to the page number of the PDF version of the Financial Report</p>
147	VWLGMBH, Historical Financial Information	<p><b><u>Annual Report of 2016 of VWLGMBH</u></b></p> <p><b>Management Report, (p. 3 – p. 31)</b></p> <p><b><i>Annual Financial Statements</i></b></p> <p><b>Balance Sheet, (p. 34 – p. 35)</b></p> <p><b>Income Statement (p. 36)</b></p> <p><b>Cash Flow Statement, (p. 37)</b></p> <p><b>Statement of Changes in Equity, (p. 38)</b></p> <p><b>Notes, (p. 39 – p. 49)</b></p> <p><b>Independent Auditors' Report, (p. 50)</b></p> <p><b>Note regarding Forward-Looking Statements,</b></p>

		<p><b>(p. 51)*</b></p> <p>*) Please note that the page reference of the Note regarding Forward-Looking Statements refers to the page number of the PDF version of the Financial Report</p>
152	VWFSNV, Historical Financial Information	<p><b><u>Financial Report 2016 of VWFSNV</u></b></p> <p><b>Management Report, (p. 3 – p. 5)</b></p> <p><b><i>Financial Statements</i></b></p> <p><b>Balance Sheet, (p. 7 – p. 8)</b></p> <p><b>Income Statement, (p. 9)</b></p> <p><b>Cash Flow Statement, (p. 10)</b></p> <p><b>Notes to the Financial Statements, (p. 11 – p. 34)</b></p> <p><b>Other Information, (p. 35)</b></p> <p><b>Independent Auditor’s Report, (p. 36 – p. 41)</b></p>
155	VWFSJ, Historical Financial Information	<p><b><u>Audit Report with Financial Report 2016 of VWFSJ (English Translation)</u></b></p> <p><b>Independent Auditor’s Report, (p. 2)</b></p> <p><b><i>Financial Statements</i></b></p> <p><b>Balance Sheet, (p. 4)</b></p> <p><b>Income Statement, (p. 5)</b></p> <p><b>Statement of Changes in Equity, (p. 6)</b></p> <p><b>Summary of Significant Accounting Policies, (p. 7)</b></p> <p><b>Notes, (p. 8 – p. 14)</b></p> <p><b>Supplementary Schedules in relation to the Financial Statements, (p. 15 – p. 18)</b></p>
159	VWFSAL, Historical Financial Information	<p><b><u>Annual Report 2016 of VWFSAL</u></b></p> <p><b>Director’s Report, (p. 3 – p. 4)</b></p> <p><b>Auditor’s Independence Declaration, (p. 5)</b></p> <p><b><i>Financial report – 31 December 2016</i></b></p> <p><b>Income Statement, (p. 8)</b></p> <p><b>Statement of Comprehensive Income, (p. 9)</b></p> <p><b>Balance Sheet, (p. 10)</b></p> <p><b>Statement of Changes in Equity, (p. 11)</b></p> <p><b>Statements of Cash Flows, (p. 12)</b></p> <p><b>Notes to the financial statements, (p. 14 – p. 63)</b></p> <p><b>Independent auditor’s report to the members of Volkswagen Financial Services Australia Pty Limited, (p. 66 – p. 68)*</b></p> <p>*) Please note that the page reference of the Independent Auditor’s Report refers to the page number of the PDF version of the Annual Report</p>

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To the extent that there is any inconsistency between any statement in the First Supplement and any other statement in or incorporated in the Prospectus, the statements in the First Supplement will prevail.

The First Supplement and any document incorporated herein by reference are available for viewing in electronic form at the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and at the website of VWFSAG ([www.vwfsag.com](http://www.vwfsag.com)) (available under "Investor Relations", "Refinancing", "Debt Issuance and Commercial Paper Programmes") and copies may be obtained free of charge from Volkswagen Financial Services Aktiengesellschaft, Gifhorner Straße 57, 38112 Braunschweig, Federal Republic of Germany.

Save as disclosed in the First Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

**In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before the First Supplement is published have the right, exercisable within two working days after the publication of the First Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 3 April 2017.**